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Fulbond Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Fulbond Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 20 July 2010 at 11:00 a.m. or any adjournment(s) thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the sale and purchase agreement dated 1 June 2010 (the “**Acquisition Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Mr. Zhang Xi as vendor (the “**Vendor**”) and Good Base Investments Limited, a wholly-owned subsidiary of the Company, as purchaser in relation to the sale and purchase of (i) one share of US\$1.00 each in the share capital of Allywing Investments Limited and (ii) the shareholder’s loan due and owing to the Vendor by Allywing Investments Limited as at the date of completion of the Acquisition Agreement upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purposes of or in relation to implementing, completing and giving effect to the Acquisition Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the Acquisition Agreement as he/she may in his/her absolute discretion consider necessary or desirable.”

2. **“THAT**

- (a) the creation and issue by the Company of non-interest bearing convertible redeemable notes in the maximum aggregate principal sum of HK\$350,000,000 due on 28 December 2012 (the **“Second Tranche Convertible Notes”**), convertible into new shares in the capital of the Company on and subject to the terms and conditions (the **“CN Conditions”**) contained in the placing agreement dated 6 August 2009 (as supplemented and amended by side letters made between the Company and the placing agent on 24 September 2009 and 2 June 2010, respectively) (the **“Placing Agreement”**) (a copy of which has been produced to this meeting marked “B” and initialled by the chairman of the meeting for the purpose of identification) between the Company and the placing agent, Kingston Securities Limited (as may be amended from time to time) in respect of, inter alia, the placing of the Second Tranche Convertible Notes be and is hereby generally and unconditionally approved in all respects;
- (b) the directors of the Company be and are hereby generally and specifically authorized to issue the Second Tranche Convertible Notes on and subject to the terms of the Placing Agreement (as may be amended from time to time) and the CN Conditions;
- (c) the directors of the Company be and are hereby generally and specifically authorized to issue the Second Tranche Convertible Notes approved to be issued under paragraph (a) of this resolution up to the maximum aggregate principal sum of HK\$350,000,000 and to allot and issue such number of new shares (the **“Specific Mandate”**) as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Second Tranche Convertible Notes on and subject to the terms and conditions of the Placing Agreement (as may be amended from time to time) and the CN Conditions. The Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the directors of the Company by the shareholders of the Company in the annual general meeting of the Company held on 8 June 2010 or such other general or specific mandate(s) that may have been granted to the directors of the Company prior to the passing of this resolution;
- (d) any one director of the Company be and is hereby authorized to sign, seal, execute, perfect, deliver all such documents and to do all such things and acts (including but not limited to the extension of the long stop date for satisfaction of the condition precedent for completion of placing of the Second Tranche Convertible Notes) as he/she may in his/her discretion consider necessary, expedient or desirable to effect (i) the transactions contemplated under the Placing Agreement (as may be amended from time to time) and the issue of the Second Tranche Convertible Notes and/or (ii) the amendment, variation or modification of the Placing Agreement (as may be amended from time to time) (including any amendment, variation or modification of the CN Conditions) upon such terms and conditions as the board of directors of the Company may think fit; and

- (e) in the event that completion of the issue of the Second Tranche Convertible Notes has not taken place in full by a date falling on the expiry of 3 calendar months after the passing of this resolution (the “**Expiry Date**”), the authorization and approval granted under this resolution shall be revoked and shall expire by the end of the Expiry Date provided that nothing shall affect the Placing Agreement, the Specific Mandate and the transactions contemplated thereunder that has taken place on or before the Expiry Date (including but not limited to the issue of the Second Tranche Convertible Notes under partial completion) and the transactions contemplated to take place after the Expiry Date as a result thereof (including but not limited to the allotment and issue of the new shares as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Second Tranche Convertible Notes in issue on the Expiry Date), and the authorization and approval granted under this resolution in respect thereof shall remain valid and shall be in full force and effect in all respects accordingly.”

By Order of the Board
Fulbond Holdings Limited
Zhang Xi
Chairman

Hong Kong, 28 June 2010

*Head Office and principal place of
business in Hong Kong:*

Unit 2807, 28/F.,
The Center
99 Queen’s Road Central
Central
Hong Kong

Registered office:

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2 Church Street
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Bermuda

Notes:

1. A member of the Company entitled to attend and vote at the SGM convened by the notice of SGM is entitled to appoint one proxy or more proxies to attend and, on a poll, vote instead of him at the SGM. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof.

3. In the case of joint holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
4. Completion and return of this accompanying form of proxy will not preclude you from attending and voting at the SGM in person should you so wish.

As at the date of this notice, the Board comprises six executive Directors, namely Mr. Zhang Xi, Ms. Catherine Chen, Mr. Yeung Kwok Yu, Mr. Lee Sun Man, Mr. Kwan Kam Hung, Jimmy and Mr. Wah Wang Kei, Jackie; and four independent non-executive Directors, namely Mr. Hong Po Kui, Martin, Mr. Yu Pan, Ms. Ma Yin Fan and Mr. Leung Hoi Ying.